

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF HAWAII

ENTERED ON DOCKET

MAR 21 2003

In re

HAWAIIAN AIRLINES, INC.,  
a Hawaii corporation,

Debtor.

) **Case No. 03 - 00817**  
) (Chapter 11)

) **ORDER AUTHORIZING THE DEBTORS**  
) **TO ASSUME CERTAIN EXECUTORY**  
) **CREDIT CARD AGREEMENTS**  
) **PURSUANT TO SECTION 365(A) OF THE**  
) **BANKRUPTCY CODE**

)  
)  
) Date: March 21, 2003  
) Time:  
) Judge: Hon. Robert J. Faris  
)

Upon consideration of the Motion for entry of an Order Authorizing the Debtor to (A) Assume Certain Executory Credit Card Agreements and (B) Utilize Certain Notice Procedures Relating Thereto, Pursuant to Section 365 of the Bankruptcy Code (the "Motion"),<sup>1</sup> filed by Hawaiian Airlines, Inc., the debtor and debtor in possession in the above-captioned chapter 11 case (the "Debtor"); and it appearing that notice of the Motion was appropriate and no further notice of the relief requested in the Motion is required; and upon consideration of the evidence presented to the Court in support of the Motion; and after due deliberation; and

<sup>1</sup> All capitalized terms not defined herein shall be as defined in the Motion.

sufficient cause appearing therefor; the Court is of the opinion that the Motion is well-founded and should be granted in all respects.

IT IS HEREBY ORDERED THAT:

1. The Motion is granted in its entirety.
2. The Credit Card Assumption Procedures are approved.
3. The Debtor's business judgment to assume and ratify the Credit Card Agreements is reasonable and appropriate, and the assumption and ratification of such agreements is hereby approved; and any prepetition or postpetition transfers made pursuant to such agreements are ratified.
4. The Debtor is authorized to take any and all actions necessary or desirable to perform their obligations and the transactions contemplated under the Credit Card Agreements, pending this Order becoming final (as provided in paragraph 7 of this Order).
5. The Debtor shall cure any defaults under the Credit Card Agreements, including curing any outstanding amounts related to prepetition chargebacks, credits or fees, by continuing to operate in the ordinary course of business (which ordinary course operations include the setoff or recoupment of the foregoing items against incoming sales receipts) under the terms of each such Agreement.

6. Prior to <sup>thirty (30)</sup>~~twenty (20)~~ days after the entry of this Order (the "Effective Date"), the affected Credit Card Company may file with the Court and serve on the Notice Parties, an objection and notice of hearing, which shall be scheduled by the Debtor for hearing on the next scheduled omnibus hearing date that provides not less than 10 (ten) days' notice of such objection; provided, however, that each Credit Card Company shall only have the right to object to the entry of this Order with respect to the Credit Card Agreement to which it is a party. (MP)

7. If no objection is filed within such <sup>thirty (30)</sup>~~twenty (20)~~ day period, this Order shall become final without further order of this Court. This Order shall remain in effect notwithstanding any objection until further order of this Court, and any modification or vacation of this Order shall not impair any action taken pursuant to it prior to its modification or vacation. WJ

8. A copy of the Motion and this Order shall be served on each of the Credit Card Companies, by overnight courier, within three business days of the Effective Date.

9. Notwithstanding the possible applicability of Bankruptcy Rules 7062, 9014 or otherwise, this Order shall take effect immediately upon entry.

10. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

11. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

Dated: Honolulu, Hawaii, MAR 21 2003, 2003.

  
UNITED STATES BANKRUPTCY JUDGE

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In re Hawaiian Airlines, Inc., Chapter 11, Case No. 03-\_\_\_\_\_;  
ORDER AUTHORIZING THE DEBTORS TO ASSUME CERTAIN  
EXECUTORY CREDIT CARD AGREEMENTS PURSUANT TO SECTION  
365(a) OF THE BANKRUPTCY CODE